

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

RTI Holding Company, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-12456 (JTD)

(Jointly Administered)

**NOTICE OF DEPOSITION UPON ORAL EXAMINATION OF
DESIGNATED REPRESENTATIVES OF DEBTORS RELATING
TO DEBTORS' CHAPTER 11 PLAN AND SALE MOTION**

PLEASE TAKE NOTICE THAT pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure, made applicable herein by Rules 7030 and 9014 of the Federal Rules of Bankruptcy Procedure, BNA Associates LLC, by and through its undersigned counsel, will take the deposition of upon oral examination of the designated representative(s) of the above-captioned debtors and debtors in possession (the "Debtors") in connection with the *Debtors' Amended Chapter 11 Plan* [Docket No. 761] (as amended, the "Plan") and the *Motion of Debtors for an Order (A) Approving Bid Procedures for the Sale of the Debtors' Assets, (B) Approving Certain Bidder Incentives in Connection with the Debtors' Entry into a Stalking Horse Agreement, if any, and (C) Approving*

¹ The Debtors in these chapter 11 cases and the last four digits of each of the Debtor's U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors' mailing address is 333 East Broadway Ave., Maryville, TN 37804.

Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases (the “Sale Motion”) [Docket No. 355] and the Order approving the bidding procedures [Docket No. 585]. The deposition will take place on **February 2, 2021 at 9:00 a.m. (prevailing Eastern Time)** and will continue until completed, day to day if needed. The deposition will be conducted virtually over Zoom before a certified court reporter and will be stenographically recorded and videotaped. Deposition exhibits may be presented and exchanged electronically.

Pursuant to Federal Rule of Civil Procedure 30(b)(6), Debtors must designate one or more persons to testify on their behalf with regard to all matters known or reasonably available to Debtors on the following topics:²

RULE 30(b)(6) DEPOSITION TOPICS³

1. The Plan.
2. The Sale Motion, Bidding Procedures, and Order approving the Bidding Procedures.
3. The name of all Potential Bidders that submitted Bids.
4. Contact information for all Potential Bidders that submitted Bids.
5. The Bids received from Potential Bidders.
6. The criteria for a Bid to constitute a Qualified Bid or a Potential Bidder to constitute a Qualified Bidder.
7. The criteria for a Bid, individually or collectively, to qualify as a Topping Bid.
8. The deliberation and determination of which Potential Bidders constitute Qualified Bidders.

² BNA Associates LLC reserves all rights to amend or supplement this list of topics at any time in advance of the deposition.

³ Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Plan or Sale Motion, as applicable.

9. The deliberation and determination of whether any Bids, individually or collectively, qualified as Topping Bids.
10. The deliberation and determination to cancel the Auction.
11. All communications with any Potential Bidder regarding whether its Bid constituted Qualified Bid or a Topping Bid.
12. Whether Goldman Sachs Specialty Lending Group, L.P. and/or TCW Direct Lending submitted a credit bid for any of the Assets, and, if so, such Bid(s).
13. Whether any member of the Creditors' Committee indicated its intent to submit a Bid or became a Potential Bidder, and if so, such Bid(s).
14. The value of the RT Lodge since January 1, 2020.
15. All security documents evidencing prepetition secured loans from Goldman Sachs Specialty Lending Group, L.P. and TCW Direct Lending.

Dated: January 27, 2021
Wilmington, Delaware

Respectfully submitted,

/s/ Aaron H. Stulman

L. Katherine Good (No. 5101)

Aaron H. Stulman (No. 5807)

POTTER ANDERSON & CORROON LLP

1313 N. Market Street, 6th Floor

Wilmington, Delaware 19801

Telephone: (302) 984-6000

Facsimile: (302) 658-1192

Email: kgood@potteranderson.com

astulman@potteranderson.com

– and –

Austin L. McMullen, Esq.

BRADLEY ARANT BOULT CUMMINGS LLP

Roundabout Plaza

1600 Division Street, Suite 700

Nashville, TN 37203

Telephone: (615) 244-2582

Facsimile: (615) 252-6380

Email: amcmullen@bradley.com

Counsel to BNA Associates LLC